

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
APR 15 2013
Corporations Section

Converting Entity Information

The name of the converting corporation is:

Energy Future Competitive Holdings Company

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: September 17, 1982

The file number, if any, issued to the corporation by the secretary of state, is: 62278000

Plan of Conversion—Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Energy Future Competitive Holdings Company LLC

The limited liability company will be formed under the laws of: Delaware

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

☒ Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

<u>Energy Plaza, 1601 Bryan Street</u>	<u>Dallas</u>	<u>TX</u>	<u>USA</u>	<u>75201-3411</u>
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

<u>Energy Plaza, 1601 Bryan Street</u>	<u>Dallas</u>	<u>TX</u>	<u>USA</u>	<u>75201-3411</u>
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

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Certificate of Formation for the Converted Entity

☐ The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

☒ In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 04/15/2013



Paul M. Keglevic

Signature and title of authorized person on behalf of the converting entity